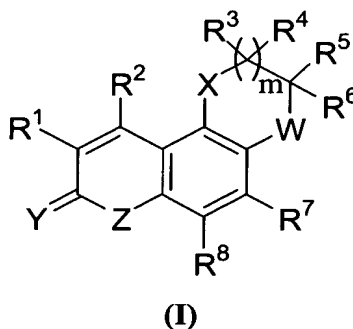


AMENDMENTS TO THE CLAIMS:

Claims 1-9, 11-31, 37-40, 46, 49-51, 56-72, 75-77 and 108 are pending. Claims 10, 41, 42 and 45 are cancelled herein without prejudice or disclaimer. Please amend claims 1, 9, 29-31, 49-51, 58, 63, 71, 72, 76 and 77 as indicated. New claim 108 is added herein. This listing of claims will replace all prior versions, and listings of claims, in the application.

LISTING OF CLAIMS:

1. (Currently amended) A compound having the formula:



wherein:

R¹ is selected from the group consisting of hydrogen, F, Cl, Br, I, NO₂, OR⁹, NR¹⁰R¹¹, S(O)_nR⁹, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl, optionally substituted C₃ – C₈ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted C₂ – C₈ alkynyl and optionally substituted C₂ – C₈ alkenyl;

R² is selected from the group consisting of hydrogen, F, Cl, Br, I, CF₃, CF₂Cl, CF₂H, CFH₂, CF₂OR⁹, CH₂OR⁹, OR⁹, S(O)_nR⁹, NR¹⁰R¹¹, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl, optionally substituted C₃ – C₈ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted C₂ – C₈ alkynyl and optionally substituted C₂ – C₈ alkenyl;

R³ and R⁴ each independently is selected from the group consisting of hydrogen, OR⁹, S(O)_nR⁹, NR¹⁰R¹¹, C(Y)OR¹¹, C(Y)NR¹⁰R¹¹, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl, optionally substituted C₃ – C₈ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted C₂ – C₈ alkynyl and optionally substituted C₂ – C₈ alkenyl; or

~~R³ and R⁴ taken together form a three to eight membered saturated or unsaturated carbocyclic or heterocyclic ring; or~~

~~R³ and R⁵ taken together form a three to eight membered saturated or unsaturated carbocyclic ring; or~~

~~R³ and R⁶ taken together form a three to eight membered saturated or unsaturated carbocyclic ring; or~~

~~R³ and R¹³ taken together form a three to eight membered saturated or unsaturated heterocyclic ring;~~

R⁵ and R⁶ each independently is selected from the group consisting of hydrogen, CF₃, CF₂Cl, CF₂H, CFH₂, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl, optionally substituted C₃ – C₈ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted C₂ – C₈ alkynyl and optionally substituted C₂ – C₈ alkenyl; or

~~R⁵ and R⁶ taken together form a three to eight membered saturated or unsaturated carbocyclic ring; or~~

~~R⁵ and R¹³ taken together form a three to eight membered saturated or unsaturated heterocyclic ring; or~~

~~R⁶ and R¹³ taken together form a three to eight membered saturated or unsaturated heterocyclic ring;~~

R⁷ is selected from the group consisting of hydrogen, F, Cl, Br, I, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl, OR⁹, S(O)_nR⁹, NR¹⁰R¹¹, C(Y)OR¹¹ and C(Y)NR¹⁰R¹¹;

R⁸ is selected from the group consisting of hydrogen, F, Cl, Br, I, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl, OR⁹, S(O)_nR⁹, NR¹⁰R¹¹, C(Y)OR¹¹ and C(Y)NR¹⁰R¹¹;

R⁹ is selected from the group consisting of hydrogen, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted arylalkyl;

R¹⁰ is selected from the group consisting of hydrogen, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl,

optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl, CO_2R^{12} , $\text{C}(\text{O})\text{R}^{12}$, SO_2R^{12} and $\text{S}(\text{O})\text{R}^{12}$;

R^{11} and R^{12} each independently is selected from the group consisting of hydrogen, optionally substituted $\text{C}_1 - \text{C}_8$ alkyl, optionally substituted $\text{C}_1 - \text{C}_8$ haloalkyl, optionally substituted $\text{C}_1 - \text{C}_8$ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted arylalkyl;

R^{13} is selected from the group consisting of optionally substituted $\text{C}_1 - \text{C}_8$ alkyl, optionally substituted $\text{C}_1 - \text{C}_8$ haloalkyl, optionally substituted $\text{C}_1 - \text{C}_8$ heteroalkyl, optionally substituted $\text{C}_2 - \text{C}_8$ alkenyl, optionally substituted $\text{C}_2 - \text{C}_8$ alkynyl, optionally substituted $\text{C}_3 - \text{C}_8$ cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl;

m is selected from the group consisting of 0, 1 and 2;

n is selected from the group consisting of 0, 1 and 2;

W is selected from the group consisting of $\text{S}(\text{O})_m$, NH, $\text{N}\{\text{R}^{13}\}$, $\text{N}\{\text{C}(\text{Y})\text{R}^{11}\}$ and $\text{N}\{\text{SO}_2\text{R}^{11}\}$;

~~X and Z each independently is selected from the group consisting of O_1 , NH, $\text{N}\{\text{R}^{14}\}$, $\text{N}\{\text{C}(\text{Y})\text{R}^{14}\}$, $\text{N}\{\text{SO}_2\text{R}^{12}\}$ and $\text{N}\{\text{S}(\text{O})\text{R}^{12}\}$;~~

Z is selected from the group consisting of NH, $\text{N}\{\text{R}^{11}\}$, $\text{N}\{\text{C}(\text{Y})\text{R}^{11}\}$, $\text{N}\{\text{SO}_2\text{R}^{12}\}$ and $\text{N}\{\text{S}(\text{O})\text{R}^{12}\}$; and

Y is O;

and pharmaceutically acceptable salts thereof; wherein:

the substituents of an optionally substituted group comprise one or more substituents independently selected from among alkyl, alkenyl, alkynyl, heteroalkyl, haloalkyl, haloalkenyl, haloalkynyl, cycloalkyl, aryl, heteroaryl, arylalkyl, heteroarylalkyl, alkoxy, aryloxy, haloalkoxy, amino, alkylamino, dialkylamino, alkylthio, arylthio, heteroarylthio, oxo, carboxyester, carboxamido, acyloxy, hydrogen, F, Cl, Br, I, CN, NO_2 , NH_2 , N_3 , NHCH_3 , $\text{N}(\text{CH}_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , CH_3 , CF_3 , $\text{C}(\text{O})\text{CH}_3$, CO_2CH_3 , CO_2H , $\text{C}(\text{O})\text{NH}_2$, OR^9 , SR^9 , $\text{NR}^{10}\text{R}^{11}$, CF_2CF_3 , $\text{CH}_2\text{CH}_2\text{F}$ and CH_2CF_3 .

2. (Previously presented) A compound according to claim 1, wherein R^1 is selected from the group consisting of hydrogen, F, Cl, OR^9 , $\text{NR}^{10}\text{R}^{11}$, $\text{S}(\text{O})_n\text{R}^9$, optionally substituted $\text{C}_1 - \text{C}_4$ alkyl, optionally substituted $\text{C}_1 - \text{C}_4$ haloalkyl and optionally substituted $\text{C}_1 - \text{C}_4$ heteroalkyl.

3. (Previously presented) A compound according to claim 2, wherein R^1 is selected from the group consisting of hydrogen, F, Cl, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

4. (Previously presented) A compound according to claim 3, wherein R^1 is selected from the group consisting of hydrogen, F and optionally substituted $C_1 - C_4$ alkyl.

5. (Previously presented) A compound according to claim 1, wherein R^2 is selected from the group consisting of hydrogen, F, Cl, Br, I, CF_3 , CF_2Cl , CF_2H , CFH_2 , CF_2OR^9 , CH_2OR^9 , OR^9 , $S(O)_nR^9$, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl.

6. (Previously presented) A compound according to claim 5, wherein R^2 is selected from the group consisting of hydrogen, F, Cl, CF_3 , CF_2Cl , CF_2H , CFH_2 , optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

7. (Previously presented) A compound according to claim 6, wherein R^2 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_2$ alkyl, optionally substituted $C_1 - C_2$ haloalkyl and optionally substituted $C_1 - C_2$ heteroalkyl.

8. (Original) A compound according to claim 7, wherein R^2 is CF_3 .

9. (Currently amended) A compound according to claim 1, wherein R^3 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, $C(Y)OR^{11}$ and $C(Y)NR^{10}R^{11}$; or

~~R^3 and R^6 taken together form a three to eight membered saturated or unsaturated carbocyclic ring.~~

Claim 10. (Cancelled)

11. (Previously presented) A compound according to claim 9, wherein R^3 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

12. (Previously presented) A compound according to claim 1, wherein R^6 is selected from the group consisting of hydrogen, CF_3 , CF_2Cl , CF_2H , CFH_2 , optionally substituted $C_1 -$

C₆ alkyl, optionally substituted C₁ – C₆ haloalkyl, optionally substituted C₁ – C₆ heteroalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted C₂ – C₆ alkynyl and optionally substituted C₂ – C₆ alkenyl.

13. (Previously presented) A compound according to claim 12, wherein R⁶ is selected from the group consisting of hydrogen, CF₃, CF₂Cl, CF₂H, CFH₂, optionally substituted C₁ – C₄ alkyl, optionally substituted C₁ – C₄ haloalkyl, optionally substituted C₁ – C₄ heteroalkyl, optionally substituted C₂ – C₄ alkynyl and optionally substituted C₂ – C₄ alkenyl.

14. (Previously presented) A compound according to claim 13, wherein R⁶ is selected from the group consisting of hydrogen, CF₃, CF₂Cl, CF₂H, CFH₂, optionally substituted C₁ – C₄ alkyl, optionally substituted C₁ – C₄ haloalkyl and optionally substituted C₁ – C₄ heteroalkyl.

15. (Previously presented) A compound according to claim 12, wherein R⁶ is selected from the group consisting of optionally substituted aryl, optionally substituted arylalkyl and optionally substituted heteroaryl.

16. (Previously presented) A compound according to claim 1, wherein R⁵ is selected from the group consisting of hydrogen, CF₃, CF₂Cl, CF₂H, CFH₂, optionally substituted C₁ – C₆ alkyl, optionally substituted C₁ – C₆ haloalkyl, optionally substituted C₁ – C₆ heteroalkyl, optionally substituted C₂ – C₆ alkynyl, optionally substituted C₂ – C₆ alkenyl.

17. (Previously presented) A compound according to claim 16, wherein R⁵ is selected from the group consisting of hydrogen, CF₃, CF₂Cl, CF₂H, CFH₂, optionally substituted C₁ – C₆ alkyl, optionally substituted C₁ – C₆ haloalkyl and optionally substituted C₁ – C₆ heteroalkyl.

18. (Previously presented) A compound according to claim 17, wherein R⁵ is selected from the group consisting of hydrogen, CF₃, CF₂Cl, CF₂H, CFH₂, optionally substituted C₁ – C₄ alkyl, optionally substituted C₁ – C₄ haloalkyl and optionally substituted C₁ – C₄ heteroalkyl.

19. (Original) A compound according to claim 18, wherein R⁵ is hydrogen or CF₃.

20. (Previously presented) A compound according to claim 1, wherein R^7 is selected from the group consisting of hydrogen, F, Cl, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

21. (Previously presented) A compound according to claim 1, wherein R^8 is selected from the group consisting of hydrogen, F, Cl, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

22. (Original) A compound according to claim 21, wherein R^7 and R^8 are each hydrogen or optionally substituted $C_1 - C_2$ alkyl.

23. (Previously presented) A compound according to claim 1, wherein R^9 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl and optionally substituted $C_1 - C_6$ heteroalkyl.

24. (Previously presented) A compound according to claim 23, wherein R^9 is selected from the group consisting of hydrogen and optionally substituted $C_1 - C_4$ alkyl.

25. (Previously presented) A compound according to claim 1, wherein R^{10} is selected from the group consisting of hydrogen, $S(O)R^{12}$, SO_2R^{12} , $C(O)R^{12}$, CO_2R^{12} , optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl and optionally substituted $C_1 - C_6$ heteroalkyl.

26. (Previously presented) A compound according to claim 25, wherein R^{10} is selected from the group consisting of hydrogen, $S(O)R^{12}$, SO_2R^{12} , $C(O)R^{12}$ and CO_2R^{12} .

27. (Previously presented) A compound according to claim 1, wherein R^4 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

28. (Previously presented) A compound according to claim 27, wherein R^4 is selected from the group consisting of hydrogen and optionally substituted $C_1 - C_2$ alkyl.

29. (Currently amended) A compound according to claim 1, wherein R^{13} is selected from the group consisting of CF_3 , CF_2Cl , CF_2H , CFH_2 , CH_2CF_3 , CH_2CF_2Cl , CH_2CCl_2F , optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_3 - C_6$ cycloalkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkenyl, optionally substituted $C_2 - C_6$ alkynyl, optionally substituted aryl,

optionally substituted heteroaryl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl; ~~or~~

~~R⁶ and R¹³ taken together form a five to seven membered saturated or unsaturated heterocyclic ring.~~

30. (Currently amended) A compound according to claim 29, wherein R¹³ is selected from the group consisting of CF₃, CF₂Cl, CF₂H, CFH₂, CH₂CF₃, CH₂CF₂Cl, CH₂CCl₂F, optionally substituted C₁ – C₄ alkyl, optionally substituted C₁ – C₄ haloalkyl, optionally substituted C₁ – C₄ heteroalkyl, optionally substituted C₂ – C₄ alkenyl and optionally substituted aryl; ~~or~~

~~R⁶ and R¹³ taken together form a five to six membered saturated or unsaturated heterocyclic ring.~~

31. (Currently amended) A compound according to claim 30, wherein R¹³ is selected from the group consisting of CF₃, CF₂Cl, CF₂H, CFH₂, CH₂CF₃, CH₂CF₂Cl, CH₂CCl₂F, methyl, ethyl, propyl, isopropyl, isobutyl, cyclopropylmethyl, allyl; ~~or~~

~~R⁶ and R¹³ taken together form a five membered saturated or unsaturated heterocyclic ring.~~

Claims 32 – 36 (Cancelled).

37. (Original) A compound according to claim 1, wherein m is 0 or 1.

38. (Original) A compound according to claim 37, wherein m is 1.

39. (Currently amended) A compound according to claim 1, wherein W is selected from the group consisting of NH, N{R¹³} and N{C(Y)R¹¹}, ~~N{C(Y)R¹¹}~~ and N{SO₂R¹¹}.

40. (Original) A compound according to claim 39, wherein W is NH or N{R¹³}.

Claims 41 and 42 (Cancelled).

Claims 43 and 44 (Cancelled).

Claim 45. (Cancelled).

46. (Original) A compound according to claim 45, wherein Z is NH or N{R¹¹}.

Claims 47 and 48 (Canceled).

49. (Currently amended) A compound according to claim 1, wherein:

R^1 is selected from the group consisting of hydrogen, F, Cl, OR^9 , $S(O)_nR^9$, $NR^{10}R^{11}$, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl;

R^2 is selected from the group consisting of hydrogen, F, Cl, Br, I, CF_3 , CF_2Cl , CF_2H , CFH_2 , CF_2OR^9 , CH_2OR^9 , OR^9 , $S(O)_nR^9$, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl;

R^3 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, $C(Y)OR^{11}$ and $C(Y)NR^{10}R^{11}$; or

~~R^3 and R^6 taken together form a three to eight membered saturated or unsaturated carbocyclic ring;~~

R^5 is selected from the group consisting of hydrogen, CF_3 , CF_2Cl , CF_2H , CFH_2 , optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl; and

R^6 is selected from the group consisting of hydrogen, CF_3 , CF_2Cl , CF_2H , CFH_2 , optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl; ~~or~~

~~R^6 and R^{13} taken together form a five to seven membered saturated or unsaturated heterocyclic ring.~~

50. (Currently amended) A compound according to claim 49, wherein:

R^7 is selected from the group consisting of hydrogen, F, Cl, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl;

R^8 is selected from the group consisting of hydrogen, F, Cl, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl; and

R^{13} is selected from the group consisting of CF_3 , CF_2Cl , CF_2H , CFH_2 , CH_2CF_3 , CH_2CF_2Cl , CH_2CCl_2F , optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$

haloalkyl, optionally substituted C₁ – C₆ heteroalkyl, optionally substituted C₃ – C₆ cycloalkyl, optionally substituted C₂ – C₆ alkenyl, optionally substituted C₂ – C₆ alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl; or

~~R⁶ and R¹³ taken together form a five to seven membered saturated or unsaturated heterocyclic ring.~~

51. (Currently amended) A compound according to claim 50, wherein:

m is 0 or 1;

W is selected from the group consisting of NH, N{R¹³}, N{C(Y)R¹¹} and N{SO₂R¹¹};

~~X is selected from the group consisting of O, S, NH and N{R¹¹}; and~~

~~Z is selected from the group consisting of NH, NH or N{R¹¹} and O.~~

Claims 52 – 55 (Cancelled).

56. (Previously presented) A compound selected from the group consisting of:

(3*R*)-2,3,4,7-Tetrahydro-3-methyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3,4-dimethyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-4-Ethyl-2,3,4,7-tetrahydro-3-methyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3-methyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3-methyl-4-propyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-4-Allyl-2,3,4,7-tetrahydro-3-methyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-3-Ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-3-Ethyl-2,3,4,7-tetrahydro-4-methyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3*R*)-3,4-Diethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]-quinolin-8-one;

(3R)-3-Ethyl-2,3,4,7-tetrahydro-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-4-(2-Chloro-2,2-difluoroethyl)-3-ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-4-(2,2-Difluoroethyl)-3-ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-3-Ethyl-2,3,4,7-tetrahydro-4-propyl-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one ;

(3R)-4-Allyl-3-ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-3-Ethyl-2,3,4,7-tetrahydro-4-isobutyl-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R/S)-2,3,4,7-Tetrahydro-3-propyl-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R/S)-2,3,4,7-Tetrahydro-4-methyl-3-propyl-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R/S)-4-Ethyl-2,3,4,7-tetrahydro-3-propyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R/S)-2,3,4,7-Tetrahydro-3-propyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-2,3,4,7-Tetrahydro-3-isopropyl-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-2,3,4,7-Tetrahydro-3-isopropyl-4-methyl-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-4-Ethyl-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-2,3,4,7-Tetrahydro-3-isopropyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-4-(2-Chloro-2,2-difluoroethyl)-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-4-(2,2-Difluoroethyl)-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3*R*)-4-Allyl-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3-phenyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-2,3,4,7-Tetrahydro-3-phenyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-4-Cyclopropylmethyl-2,3,4,7-tetrahydro-3-phenyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-3-Benzyl-2,3,4,7-tetrahydro-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

2,3,4,7-Tetrahydro-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

2,3,4,7-tetrahydro-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(7*aR*,10*aS*)-7,7*a*,8,9,10,10*a*-Hexahydro-1-(trifluoromethyl)-7-(2,2,2-trifluoroethyl)-4*H*-cyclopenta[5,6][1,4]oxazino[2,3-*f*]quinolin-3-one;

(7*aR*,10*aS*)-7-Ethyl-7,7*a*,8,9,10,10*a*-hexahydro-1-(trifluoromethyl)-4*H*-cyclopenta[5,6][1,4]oxazino[2,3-*f*]quinolin-3-one;

(7*aR*,10*aS*)-7,7*a*,8,9,10,10*a*-Hexahydro-3-isopropoxy-1-(trifluoromethyl)-7-(2,2,2-trifluoroethyl)-4*H*-cyclopenta[5,6][1,4]oxazino[2,3-*f*]quinolin-3-one;

(±)-(2*S*,3*R*)-2,3,4,7-Tetrahydro-2,3-dimethyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(6*aR*)-6*a*,7,8,9 -Tetrahydro-4-(trifluoromethyl)-1*H*,6*H*-pyrrolo[1',2':4,5][1,4]-oxazino[2,3-*f*]quinolin-2-one;

2,3,4,7-Tetrahydro-2,2,4-trimethyl-10-(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(3*R*)-8-Chloro-3-ethyl-3,4-dihydro-8-isopropoxy-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-2*H*-[1,4]oxazino[2,3-*f*]quinoline;

(3*R*) -3-Ethyl-3,4-dihydro-8-isopropoxy-8-methoxy-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-2*H*-[1,4]oxazino[2,3-*f*]quinoline;

(±)-2,3,4,7-Tetrahydro-4-(2,2,2-trifluoroethyl)-3,10-bis(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(-)-2,3,4,7-Tetrahydro-4-(2,2,2-trifluoroethyl)-3,10-bis(trifluoromethyl)-8*H*-[1,4]oxazino[2,3-*f*]quinolin-8-one;

(+)-2,3,4,7-Tetrahydro-4-(2,2,2-trifluoroethyl)-3,10-bis(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(±)-2,3,4,7-Tetrahydro-3-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(±)-2,3,4,7-Tetrahydro-4-methyl-3-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(±)-4-Ethyl-2,3,4,7-tetrahydro-3-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(±)-2,3,4,7-Tetrahydro-3,4-bis(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(-)-2,3,4,7-Tetrahydro-3,4-bis(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(+)-2,3,4,7-Tetrahydro-3,4-bis(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(±)-4-Cyclopropylmethyl-2,3,4,7-tetrahydro-3-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(3R)-4-Cyclopropylmethyl-3-ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(3R)-4-(2-Chloroethyl)-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(±)-2,3,4,7-Tetrahydro-2-methyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(3R)-3-Ethyl-4-(2-hydroxy-2-methylpropyl)-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(3R)-2,3,4,7-Tetrahydro-3-isobutyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one; and
a pharmaceutically acceptable salt thereof.

57. (Previously presented) A compound selected from the group consisting of:

(3R)-2,3,4,7-Tetrahydro-3-methyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;
(3R)-3-Ethyl-2,3,4,7-tetrahydro-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-4-(2-Chloro-2,2-difluoroethyl)-3-ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-4-(2,2-Difluoroethyl)-3-ethyl-2,3,4,7-tetrahydro-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-2,3,4,7-Tetrahydro-3-isopropyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-4-(2-Chloro-2,2-difluoroethyl)-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(3R)-4-(2,2-Difluoroethyl)-2,3,4,7-tetrahydro-3-isopropyl-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(7aR,10aS)-7-Ethyl-7,7a,8,9,10,10a-hexahydro-1-(trifluoromethyl)-4H-cyclopenta[5,6][1,4]oxazino[2,3-f]quinolin-3-one;

(7aR,10aS)-7,7a,8,9,10,10a-Hexahydro-1-(trifluoromethyl)-7-(2,2,2-trifluoroethyl)-4H-cyclopenta[5,6][1,4]oxazino[2,3-f]quinolin-3-one;

(±)-(2S,3R)-2,3,4,7-Tetrahydro-2,3-dimethyl-4-(2,2,2-trifluoroethyl)-10-(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

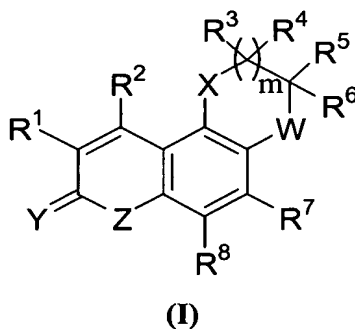
(±)-2,3,4,7-Tetrahydro-4-(2,2,2-trifluoroethyl)-3,10-bis(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(-)-2,3,4,7-Tetrahydro-4-(2,2,2-trifluoroethyl)-3,10-bis(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one;

(+)-2,3,4,7-Tetrahydro-4-(2,2,2-trifluoroethyl)-3,10-bis(trifluoromethyl)-8H-[1,4]oxazino[2,3-f]quinolin-8-one; and

a pharmaceutically acceptable salt thereof.

58. (Currently amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of formula:



wherein:

R^1 is selected from the group consisting of hydrogen, F, Cl, Br, I, NO_2 , OR^9 , $\text{NR}^{10}\text{R}^{11}$, $\text{S(O)}_n\text{R}^9$, optionally substituted $\text{C}_1 - \text{C}_8$ alkyl, optionally substituted $\text{C}_1 - \text{C}_8$ haloalkyl, optionally substituted $\text{C}_1 - \text{C}_8$ heteroalkyl, optionally substituted $\text{C}_3 - \text{C}_8$ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $\text{C}_2 - \text{C}_8$ alkynyl and optionally substituted $\text{C}_2 - \text{C}_8$ alkenyl;

R^2 is selected from the group consisting of hydrogen, F, Cl, Br, I, CF_3 , CF_2Cl , CF_2H , CFH_2 , CF_2OR^9 , CH_2OR^9 , OR^9 , $\text{S(O)}_n\text{R}^9$, $\text{NR}^{10}\text{R}^{11}$, optionally substituted $\text{C}_1 - \text{C}_8$ alkyl, optionally substituted $\text{C}_1 - \text{C}_8$ haloalkyl, optionally substituted $\text{C}_1 - \text{C}_8$ heteroalkyl, optionally substituted $\text{C}_3 - \text{C}_8$ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $\text{C}_2 - \text{C}_8$ alkynyl and optionally substituted $\text{C}_2 - \text{C}_8$ alkenyl;

R^3 and R^4 each independently is selected from the group consisting of hydrogen, OR^9 , $\text{S(O)}_n\text{R}^9$, $\text{NR}^{10}\text{R}^{11}$, C(Y)OR^{11} , $\text{C(Y)NR}^{10}\text{R}^{11}$, optionally substituted $\text{C}_1 - \text{C}_8$ alkyl, optionally substituted $\text{C}_1 - \text{C}_8$ haloalkyl, optionally substituted $\text{C}_1 - \text{C}_8$ heteroalkyl, optionally substituted $\text{C}_3 - \text{C}_8$ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $\text{C}_2 - \text{C}_8$ alkynyl and optionally substituted $\text{C}_2 - \text{C}_8$ alkenyl; or

~~R^3 and R^4 taken together form a three to eight membered saturated or unsaturated carbocyclic or heterocyclic ring; or~~

~~R^3 and R^5 taken together form a three to eight membered saturated or unsaturated carbocyclic ring; or~~

~~R^3 and R^6 taken together form a three to eight membered saturated or unsaturated carbocyclic ring; or~~

~~R^3 and R^{13} taken together form a three to eight membered saturated or unsaturated heterocyclic ring;~~

R^5 and R^6 each independently are selected from the group consisting of hydrogen, CF_3 , CF_2Cl , CF_2H , CFH_2 , optionally substituted $\text{C}_1 - \text{C}_8$ alkyl, optionally substituted $\text{C}_1 - \text{C}_8$ haloalkyl, optionally substituted $\text{C}_1 - \text{C}_8$ heteroalkyl, optionally substituted $\text{C}_3 - \text{C}_8$ cycloalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $\text{C}_2 - \text{C}_8$ alkynyl and optionally substituted $\text{C}_2 - \text{C}_8$ alkenyl; or

~~R^5 and R^6 taken together form a three to eight membered saturated or unsaturated carbocyclic ring; or~~

~~R⁵ and R¹³ taken together form a three to eight membered saturated or unsaturated heterocyclic ring; or~~

~~R⁶ and R¹³ taken together form a three to eight membered saturated or unsaturated heterocyclic ring;~~

R⁷ is selected from the group consisting of hydrogen, F, Cl, Br, I, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ optionally substituted heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl, OR⁹, S(O)_nR⁹, NR¹⁰R¹¹, C(Y)OR¹¹ and C(Y)NR¹⁰R¹¹;

R⁸ is selected from the group consisting of hydrogen, F, Cl, Br, I, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl, OR⁹, S(O)_nR⁹, NR¹⁰R¹¹, C(Y)OR¹¹ and C(Y)NR¹⁰R¹¹;

R⁹ is selected from the group consisting of hydrogen, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted arylalkyl;

R¹⁰ is selected from the group consisting of hydrogen, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl, CO₂R¹², C(O)R¹², SO₂R¹² and S(O)R¹²;

R¹¹ and R¹² each independently is selected from the group consisting of hydrogen, optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl, optionally substituted aryl, optionally substituted heteroaryl and optionally substituted arylalkyl;

R¹³ is selected from the group consisting of optionally substituted C₁ – C₈ alkyl, optionally substituted C₁ – C₈ haloalkyl, optionally substituted C₁ – C₈ heteroalkyl, optionally substituted C₂ – C₈ alkenyl, optionally substituted C₂ – C₈ alkynyl, optionally substituted C₃ – C₈ cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl;

m is selected from the group consisting of 0, 1 and 2;

n is selected from the group consisting of 0, 1 and 2;

W is selected from the group consisting of S(O)_n, NH, N{R¹³}, N{C(Y)R¹¹} and N{SO₂R¹¹};

~~X and Z each independently is selected from the group consisting of O_i, NH, N{R¹¹}, N{C(Y)R¹¹}, N{SO₂R¹²} and N{S(O)R¹²};~~

Z is selected from the group consisting of NH, N{R¹¹}, N{C(Y)R¹¹}, N{SO₂R¹²} and N{S(O)R¹²}; and

Y is O;

and pharmaceutically acceptable salts thereof; wherein:

the substituents of an optionally substituted group comprise one or more substituents independently selected from among alkyl, alkenyl, alkynyl, heteroalkyl, haloalkyl, haloalkenyl, haloalkynyl, cycloalkyl, aryl, heteroaryl, arylalkyl, heteroarylalkyl, alkoxy, aryloxy, haloalkoxy, amino, alkylamino, dialkylamino, alkylthio, arylthio, heteroarylthio, oxo, carboxyester, carboxamido, acyloxy, hydrogen, F, Cl, Br, I, CN, NO₂, NH₂, N₃, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CH₃, CF₃, C(O)CH₃, CO₂CH₃, CO₂H, C(O)NH₂, OR⁹, SR⁹, NR¹⁰R¹¹, CF₂CF₃, CH₂CH₂F and CH₂CF₃.

59. (Original) A pharmaceutical composition according to claim 58, wherein said composition is suitable for enteral, parenteral, suppository or topical administration.

60. (Previously presented) A pharmaceutical composition according to claim 58, wherein R¹ is selected from the group consisting of hydrogen, F, Cl, OR⁹, NR¹⁰R¹¹, S(O)_nR⁹, optionally substituted C₁ – C₄ alkyl, optionally substituted C₁ – C₄ haloalkyl and optionally substituted C₁ – C₄ heteroalkyl.

61. (Previously presented) A pharmaceutical composition comprising a compound according to claim 1, wherein R² is selected from the group consisting of hydrogen, F, Cl, Br, I, CF₃, CF₂Cl, CF₂H, CFH₂, CF₂OR⁹, CH₂OR⁹, OR⁹, S(O)_nR⁹, optionally substituted C₁ – C₆ alkyl, optionally substituted C₁ – C₆ haloalkyl, optionally substituted C₁ – C₆ heteroalkyl, optionally substituted C₂ – C₆ alkynyl and optionally substituted C₂ – C₆ alkenyl.

62. (Previously presented) A pharmaceutical composition according to claim 59, wherein:

R¹ is selected from the group consisting of hydrogen, F and optionally substituted C₁ – C₄ alkyl; and

R² is selected from the group consisting of hydrogen, optionally substituted C₁ – C₂ alkyl, optionally substituted C₁ – C₂ haloalkyl and optionally substituted C₁ – C₂ heteroalkyl.

63. (Currently amended) A pharmaceutical composition according to claim 58, wherein R^3 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, $C(Y)OR^{11}$ and $C(Y)NR^{10}R^{11}$; ~~or~~

~~R^3 and R^6 taken together form a three to eight membered saturated or unsaturated carbocyclic ring.~~

64. (Previously presented) A pharmaceutical composition according to claim 58, wherein R^6 is selected from the group consisting of hydrogen, CF_3 , CF_2Cl , CF_2H , CFH_2 , optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted aryl, optionally substituted arylalkyl, optionally substituted heteroaryl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl.

65. (Previously presented) A pharmaceutical composition according to claim 64, wherein R^6 is selected from the group consisting of hydrogen, CF_3 , CF_2Cl , CF_2H , CFH_2 , optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl, optionally substituted $C_1 - C_4$ heteroalkyl, optionally substituted $C_2 - C_4$ alkynyl and optionally substituted $C_2 - C_4$ alkenyl.

66. (Previously presented) A pharmaceutical composition according to claim 58, wherein R^5 is selected from the group consisting of hydrogen, CF_3 , CF_2Cl , CF_2H , CFH_2 , optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkynyl and optionally substituted $C_2 - C_6$ alkenyl.

67. (Previously presented) A pharmaceutical composition according to claim 66, wherein R^5 is selected from the group consisting of hydrogen, CF_3 , CF_2Cl , CF_2H , CFH_2 , optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

68. (Previously presented) A pharmaceutical composition according to claim 58, wherein R^7 and R^8 each independently is selected from the group consisting of hydrogen, F, Cl, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

69. (Previously presented) A pharmaceutical composition according to claim 58, wherein:

R^9 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, and optionally substituted $C_1 - C_6$ heteroalkyl; and

R^{10} is selected from the group consisting of hydrogen, $S(O)R^{12}$, SO_2R^{12} , $C(O)R^{12}$, CO_2R^{12} , optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl and optionally substituted $C_1 - C_6$ heteroalkyl.

70. (Previously presented) A pharmaceutical composition according to claim 58, wherein R^4 is selected from the group consisting of hydrogen, optionally substituted $C_1 - C_4$ alkyl, optionally substituted $C_1 - C_4$ haloalkyl and optionally substituted $C_1 - C_4$ heteroalkyl.

71. (Currently amended) A pharmaceutical composition according to claim 58, wherein R^{13} is selected from the group consisting of CF_3 , CF_2Cl , CF_2H , CFH_2 , CH_2CF_3 , CH_2CF_2Cl , CH_2CCl_2F , optionally substituted $C_1 - C_6$ alkyl, optionally substituted $C_1 - C_6$ haloalkyl, optionally substituted $C_1 - C_6$ heteroalkyl, optionally substituted $C_2 - C_6$ alkenyl, optionally substituted $C_2 - C_6$ alkynyl, optionally substituted $C_3 - C_6$ cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl; or

~~R^6 and R^{13} taken together form a five to seven membered saturated or unsaturated heterocyclic ring.~~

72. (Currently amended) A pharmaceutical composition according to claim 71, wherein R^{13} is selected from the group consisting of CF_3 , CF_2Cl , CF_2H , CFH_2 , CH_2CF_3 , CH_2CF_2Cl , CH_2CCl_2F , methyl, ethyl, propyl, isopropyl, isobutyl, cyclopropylmethyl, and allyl; or

~~R^6 and R^{13} taken together form a five membered saturated or unsaturated heterocyclic ring.~~

Claims 73 and 74 (Canceled).

75. (Original) A pharmaceutical composition according to claim 58, wherein m is 0 or 1.

76. (Currently amended) A pharmaceutical composition according to claim 58, wherein:

W is selected from the group consisting of NH, ~~N{R¹³}~~, N{R¹³} and N{C(Y)R¹¹}; and ~~N{SO₂R¹⁴}~~; and

X is ~~selected from the group consisting of O, NH and N{R¹¹}~~.

77. (Currently amended) A pharmaceutical composition according to claim 58, wherein Z is ~~selected from the group consisting of NH, NH or N{R¹¹}~~ and O.

Claims 78 – 107 (Cancelled).

108. (New) The compound of claim 1, wherein:

R¹ is selected from the group consisting of hydrogen, F, Cl, Br, I, NO₂, OR⁹, NR¹⁰R¹¹, S(O)_nR⁹, C₁ – C₈ alkyl, C₁ – C₈ haloalkyl, C₁ – C₈ heteroalkyl, C₃ – C₈ cycloalkyl, aryl, arylalkyl, heteroaryl, C₂ – C₈ alkynyl and o C₂ – C₈ alkenyl;

R² is selected from the group consisting of hydrogen, F, Cl, Br, I, CF₃, CF₂Cl, CF₂H, CFH₂, CF₂OR⁹, CH₂OR⁹, OR⁹, S(O)_nR⁹, NR¹⁰R¹¹, C₁ – C₈ alkyl, C₁ – C₈ haloalkyl, C₁ – C₈ heteroalkyl, C₃ – C₈ cycloalkyl, aryl, arylalkyl, heteroaryl, C₂ – C₈ alkynyl and C₂ – C₈ alkenyl;

R³ and R⁴ each independently is selected from the group consisting of hydrogen, OR⁹, S(O)_nR⁹, NR¹⁰R¹¹, C(Y)OR¹¹, C(Y)NR¹⁰R¹¹, C₁ – C₈ alkyl, C₁ – C₈ haloalkyl, C₁ – C₈ heteroalkyl, C₃ – C₈ cycloalkyl, aryl, arylalkyl, heteroaryl, C₂ – C₈ alkynyl and C₂ – C₈ alkenyl;

R⁵ and R⁶ each independently is selected from the group consisting of hydrogen, CF₃, CF₂Cl, CF₂H, CFH₂, C₁ – C₈ alkyl, C₁ – C₈ haloalkyl, C₁ – C₈ heteroalkyl, C₃ – C₈ cycloalkyl, aryl, arylalkyl, heteroaryl, C₂ – C₈ alkynyl and C₂ – C₈ alkenyl;

R⁷ is selected from the group consisting of hydrogen, F, Cl, Br, I, C₁ – C₈ alkyl, C₁ – C₈ haloalkyl, C₁ – C₈ heteroalkyl, aryl, heteroaryl, OR⁹, S(O)_nR⁹, NR¹⁰R¹¹, C(Y)OR¹¹ and C(Y)NR¹⁰R¹¹;

R⁸ is selected from the group consisting of hydrogen, F, Cl, Br, I, C₁ – C₈ alkyl, C₁ – C₈ haloalkyl, C₁ – C₈ heteroalkyl, aryl, heteroaryl, OR⁹, S(O)_nR⁹, NR¹⁰R¹¹, C(Y)OR¹¹ and C(Y)NR¹⁰R¹¹;

R⁹ is selected from the group consisting of hydrogen, C₁ – C₈ alkyl, C₁ – C₈ haloalkyl, C₁ – C₈ heteroalkyl, aryl, heteroaryl and arylalkyl;

R¹⁰ is selected from the group consisting of hydrogen, C₁ – C₈ alkyl, C₁ – C₈ haloalkyl, C₁ – C₈ heteroalkyl, aryl, heteroaryl, arylalkyl, CO₂R¹², C(O)R¹², SO₂R¹² and S(O)R¹²;

R^{11} and R^{12} each independently is selected from the group consisting of hydrogen, $C_1 - C_8$ alkyl, $C_1 - C_8$ haloalkyl, $C_1 - C_8$ heteroalkyl, aryl, heteroaryl and arylalkyl;

R^{13} is selected from the group consisting of $C_1 - C_8$ alkyl, $C_1 - C_8$ haloalkyl, $C_1 - C_8$ heteroalkyl, $C_2 - C_8$ alkenyl, $C_2 - C_8$ alkynyl, $C_3 - C_8$ cycloalkyl, aryl, heteroaryl, arylalkyl and heteroarylalkyl;

m is selected from the group consisting of 0, 1 and 2;

n is selected from the group consisting of 0, 1 and 2;

W is selected from the group consisting of NH, $N\{R^{13}\}$, $N\{C(Y)R^{11}\}$ and $N\{SO_2R^{11}\}$;

X is O;

Z is selected from the group consisting of NH, $N\{R^{11}\}$, $N\{C(Y)R^{11}\}$, $N\{SO_2R^{12}\}$ and $N\{S(O)R^{12}\}$; and

Y is O;

and pharmaceutically acceptable salts thereof